

16

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

17946

RECEIVED BY

FILED 0500

SEP 25 1992 11:05

INTERSTATE COMMERCE COMMISSION

September 21, 1992

2-269A024

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

SEP 25 11 03 AM '92
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Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of February 1, 1992, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

Lessee: St. Louis Southwestern Railway Company
One Market Plaza
San Francisco, CA 94105

A description of the railroad equipment covered by the enclosed document is:

Two hundred (200) mechanical refrigerator cars bearing marks and numbers VCY 25000 through VCY 25199, inclusive.

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Sidney L. Strickland, Jr.

September 21, 1992

Page 2

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of February 1, 1992 between Greenbrier Railcar, Inc., Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, together referred to as Lessee, covering two hundred (200) mechanical refrigerator cars bearing marks and numbers VCY 25000 through VCY 25199, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission

Washington, D.C. 20423

9/25/92

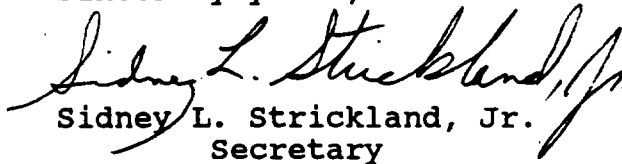
OFFICE OF THE SECRETARY

Janet E. Hudson
Adm., Asst.
The Greenbrier Companies
One Centerpointe Drive, Ste. 200
Lake Oswego, Oregon 97035

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/25/92 at 11:05AM, and assigned recordation number(s). 17946.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECEIVED SEP 25 1992 11 52 AM
946
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER RAILCAR, INC. ("LESSOR")
AND
SOUTHERN PACIFIC TRANSPORTATION COMPANY
AND
ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
(Together referred to as "LESSEE")

FEBRUARY 1, 1992

Memorandum of a Lease Agreement made and entered into as of February 1, 1992 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation, and St. Louis Southwestern Railway Company, a Missouri corporation, (together referred to as "Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred (200) mechanical refrigerator cars bearing marks and numbers VCY 25000 through VCY 25199, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb, U.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: J.B. Doherty

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

By: J.B. Doherty

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 21st day of September, 1992, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF CALIFORNIA

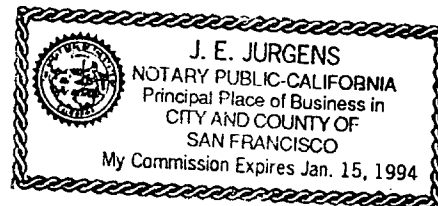
)
) ss.
)

COUNTY OF SAN FRANCISCO

On this 18th day of September, 1992, before me personally appeared S. B. Doherty, to me personally known, who being by me duly sworn, says that he is the Asst. Vice President-Finance of SOUTHERN PACIFIC TRANSPORTATION COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

J. E. Jurgens
NOTARY PUBLIC

My commission expires:



STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 17th day of September, 1992, before me personally appeared J. B. Doherty, to me personally known, who being by me duly sworn, says that he is the Asst. Vice President - Finance of ST. LOUIS SOUTHWESTERN RAILWAY COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

J. E. Jurgens
NOTARY PUBLIC

My commission expires:

